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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

CG2.20665

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 1992, or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-15932

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BF ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	94-3038456
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

100 Bush Street, Suite 1700, San Francisco, California 94104

(Address of principal executive offices) (Zip Code)

(415) 989-6580

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act:

$.10 Par Value Common Stock
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ....X.... No.....

As of May 14, 1992, there were outstanding 3,820,853 shares of the registrant's $.10 par value Common Stock.

BF ENTERPRISES, INC. AND SUBSIDIARIES

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BF ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (UNAUDITED)

(in thousands, except per share amounts)

	March 31, 1992	December 31, 1991
ASSETS:		
Cash and cash equivalents	$ 4,441	$ 2,722
Marketable securities	9,041	9,218
Receivables	151	77
Mortgage loans	830	833
Real estate, net of depreciation	9,927	11,030
Other assets	433	425
TOTAL ASSETS	$24,823	$24,305
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Payables and accrued liabilities	$ 2,281	$ 2,420
Subordinated debentures, unmatured	10,756	10,830
Deferred income taxes	395	395
Total liabilities	13,432	13,645
Stockholders' equity:		
Common stock, $.10 par value Authorized-10,000,000 shares Issued and outstanding- 3,820,853 and 3,824,353 shares	382	382
Capital surplus	17,577	17,597
Deficit	(5,745)	(6,193)
Unrealized losses from long term marketable equity securities	(823)	(1,126)
Total stockholders' equity	11,391	10,660
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$24,823	$24,305

The accompanying notes to financial statements are an integral part of these statements.

BF ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(in thousands, except per share amounts)

	Three Months Ended March 31,	
	1992	1991
Revenues:		
Gains from sales of real estate	$ 503	$ --
Real estate operations and mortgage loan interest	149	151
Interest	131	233
Other	7	17
	790	401
Expenses:		
Interest	83	118
Depreciation	13	13
General and administrative	272	316
	368	447
Gross profit (loss)	422	(46)
Gains from securities	26	111
Income before income taxes	448	65
Benefit for income taxes	--	(200)
Net income	$ 448	$ 265
Net income per share	$ .12	$ .07

The accompanying notes to financial statements are an integral part of these statements.

BF ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)

(in thousands)

	Three Months Ended March 31,	
	1992	1991
Common Stock:		
Beginning of period	$ 382	$ 398
Exercise of stock options - par value	1	--
Purchases of common stock - par value	(1)	(3)
End of period	$ 382	$ 395
Capital Surplus:		
Beginning of period	$ 17,597	$ 18,023
Exercise of stock options - excess over par value	1	--
Purchases of common stock - excess over par value	(21)	(93)
End of period	$ 17,577	$ 17,930
Deficit:		
Beginning of period	$ (6,193)	$ (6,335)
Net income	448	265
End of period	$ (5,745)	$ (6,070)
Net Unrealized Losses From Long Term Marketable Securities:		
Beginning of period	$ (1,126)	$ (1,371)
Valuation allowance	303	216
End of period	$ (823)	$ (1,155)

The accompanying notes to financial statements are an integral part of these statements.

BF ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Three Months Ended March 31,	
	1992	1991
Cash flows from operating activities:		
Net income	$ 448	$ 265
Adjustments to reconcile net income to net cash used by operating activities:		
Gains from sales of real estate	(503)	--
Gains from securities	(26)	(111)
Decrease in deferred income taxes	--	(200)
Other, net	(255)	(126)
Total adjustments to net income	(784)	(437)
Net cash used by operating activities	(336)	(172)
Cash flows from investing activities:		
Proceeds from sales of real estate	1,209	--
Real estate development expenses	(195)	(307)
Reimbursement of real estate development expenses	739	--
Proceeds from sales and maturities of marketable securities	3,979	9,647
Purchases of marketable securities	(3,478)	(6,672)
Other, net	(76)	2
Net cash provided by investing activities	2,178	2,670
Cash flows from financing activities:		
Reductions in subordinated debentures	(103)	(178)
Purchases of the Company's common stock	(22)	(96)
Other net	2	--
Net cash used by financing activities	(123)	(274)
Net increase in cash and cash equivalents	1,719	2,224
Cash and cash equivalents at beginning of period	2,722	5,076
Cash and cash equivalents at end of period	$ 4,441	$ 7,300
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest (net of amount capitalized)	$ 83	$ 118

The accompanying notes to financial statements are an integral part of these statements.

BF ENTERPRISES, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

Note A - Transactions with Robert Half International Inc.

On June 30, 1987, all of the outstanding shares of common stock of BF Enterprises, Inc. (the "Company"), then a wholly-owned subsidiary of Robert Half International Inc. ("RHII"), were delivered by RHII to a Distribution Agent and Trustee on behalf of all holders of RHII common stock (the "Distribution"). Previously, RHII had transferred its real estate and other non-personnel service businesses (the "Enterprises Businesses") to the Company, and the Company had assumed the liabilities relating to the Enterprises Businesses. This transfer of assets and assumption of liabilities and the distribution of the Company's stock are described in the Information Statement dated June 15, 1987 concerning the distribution of the Company's common stock. The Company commenced operations as a separate public company at the close of business on June 30, 1987.

Note B - Interim Financial Information

The accompanying consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and, in management's opinion, include all adjustments necessary for a fair presentation for the interim period reported. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to SEC rules or regulations; however, the Company believes that the disclosures made are adequate to make the information presented not misleading. It is suggested that these financial statements be read in conjunction with the financial statements and the notes thereto included in the Company's Form 10-K for the year ended December 31, 1991.

The interim results for the three months ended March 31, 1992 are not expected to be indicative of results for the full year, partly because of the inclusion in those results of the sale of 453 acres of the Company's Florida land to the Meadow Pointe Community Development District as discussed in Notes E and F.

Note C - Cash and Cash Equivalents

Cash and cash equivalents include short-term investments, with original maturities of 90 days or less, such as treasury bills and notes, government agency bills and notes, bank deposits, time deposits, certificates of deposit, repurchase agreements, bankers acceptances, and commercial paper, all of which were carried at cost, which approximated market value.

Note D - Marketable Securities

At March 31, 1992 and December 31, 1991, marketable securities consisted of the following (in thousands):

	March 31, 1992	December 31, 1991
Long-term marketable equity securities, at cost	$2,425	$2,425
Less: Valuation allowance	(823)	(1,126)
Long-term marketable equity securities, at market	1,602	1,299
Government securities	5,501	4,033
Commercial paper	1,938	3,886
Total	$9,041	$9,218

Marketable equity securities are carried at the lower of aggregate cost or market value. Realized gains and losses are computed using the specific identification method.

At March 31, 1992 and December 31, 1991, the carrying value of long-term marketable equity securities was reduced to aggregate market value, which was $823,000 and $1,126,000 lower than cost, respectively, and a corresponding charge was made to stockholders' equity.

Government securities include treasury bills and notes and government agency bills and notes with original maturities of more than 90 days. At March 31, 1992, all of the government securities were due by February 15, 1995. At March 31, 1992, the government securities were carried at cost, which approximated market value.

At March 31, 1992, commercial paper investments had original maturities between 90 and 133 days and were carried at cost, which was lower than market value.

At March 31, 1992 and December 31, 1991, in addition to the marketable securities shown above, the Company held non-publicly traded securities with carrying values of $209,000 which were included in other assets.

Note E - Real Estate

At March 31, 1992, the Company's real estate assets consisted primarily of 1,189 acres of land in a master-planned, mixed-use project known as Meadow Pointe, near Tampa, Florida, 32 residential lots in a developed parcel, known as Tanglewood Village, adjacent to Meadow Pointe, 22 acres of land near Nashville, Tennessee, an office building and underlying land in Edina, Minnesota (which was sold in April 1992) and a building and underlying land in Tempe, Arizona, which is leased until March 31, 1998 at an annual rent of $505,000, that were carried at a cost, net of depreciation, of $9,927,000. At December 31, 1991, real estate assets were carried at a cost, net of depreciation, of $11,030,000. In February 1992, the Company sold 453 acres within Meadow Pointe to the Meadow Pointe Community Development District (see Note F). Also in February 1992, the Company reduced the carrying value of its land in the Meadow Pointe project by $739,000, the amount reimbursed by the District for the cost of certain infrastructure improvements it purchased. The Company capitalizes costs directly associated with this project, including interest and employee compensation costs. For the three months ended March 31, 1992 and 1991, such capitalized interest costs were $81,000 and $86,000, respectively. Capitalized employee compensation costs for the same periods were $48,000 and $62,000, respectively.

Note F - Meadow Pointe Community Development District

In connection with the Company's development of its land near Tampa, in October 1991 the Meadow Pointe Community Development District, a local unit of special purpose government, was created upon the unanimous vote of the Pasco County Board of County Supervisors, pursuant to Chapter 190 of the Florida Statutes. Following validation by final judgment of the Circuit Court of Pasco County, the Community Development District issued $19,030,000 of its capital improvement revenue bonds in February 1992 to finance the acquisition and construction of basic infrastructure for Meadow Pointe. The Community Development District encompasses approximately 902 acres of the 1,642 acres within the Meadow Pointe project; and of the 902 acres, 453 acres are now owned by the District (see following paragraph). The source of payment of the bonds are special assessments that will be levied against the individual parcels of land within the Community Development District beginning in 1993, and the bonds are secured by a first lien upon and pledge of those special assessments. The special assessments will be collected in the same manner as Pasco County property taxes, and if any owner (other than the District and Pasco County) of any parcel within the District, including the Company (until such time as its land

has been developed and sold or otherwise transferred to others), fails to make payment of an assessment then that parcel shall become subject to a lien which may ultimately be foreclosed for nonpayment.

Immediately following the issuance of its bonds, the District purchased from the Company 453 acres of land to be used for roads, ponds and conservation areas and neighborhood parks for $3,045,000, of which $1,045,000 was paid to the Company in cash. The balance of $2,000,000 is subordinate to the District's obligations under the bonds, including its obligation to pay all bond project construction costs, and will be paid, together with accrued interest, only if certificates of occupancy have been issued for 442 residential units within the District by February 1, 1997.

Note G - Subordinated Debentures

On June 30, 1987, the Company assumed five series of subordinated debentures from RHII. Series A, B and C debentures have already passed their maturity dates. Series D and E debentures have maturity dates of December 31, 1993 and May 31, 1994, respectively. Interest rates for Series D and E debentures are variable and equal to 1% above the average monthly yield on three-month United States Treasury bills, subject to a minimum of 6% per annum and a maximum of 10% per annum.

Note H - Income Taxes

The Company did not include a provision for income taxes for the three months ended March 31, 1992 and 1991 since it realized benefits of $117,000 and $26,000, respectively, from the utilization of net operating loss carryforwards. The Company reviewed its liability for deferred income taxes at March 31, 1991 and concluded that a $200,000 reduction was appropriate.

Reconciliations from the expected federal statutory income tax rate to the effective tax rate, expressed as a percentage of pre-tax income, for the three months ended March 31, 1992 and 1991 were as follows:

	Three Months Ended March 31,	
	1992	1991
Expected federal statutory income tax rate	34.0%	34.0%
State income taxes, net of federal tax benefit	5.3	6.0
Permanent differences due to acquisition adjustments	(4.0)	-
Recognition of pre-acquisition tax benefits of real estate sold	(9.3)	-
Benefit of dividend received deduction	--	(0.5)
Utilization of net operating loss carryforwards	(26.0)	(39.5)
Effective tax rate	-%	-%

At March 31, 1992, the Company had net operating loss carryforwards of approximately $8,800,000 for financial reporting purposes. Due to timing differences, at March 31, 1992, the Company had available for federal income tax purposes unused operating and capital loss carryforwards of approximately $10,500,000, which expire as follows (in thousands):

Year of Expiration	Net Operating Loss Carryforwards	Net Capital Loss Carryforwards
1992	$ --	$2,300
1993	--	2,000
1994	--	1,300
2002	1,800	--
2003	1,100	--
2004	800	--
2005	400	--
2006	700	--
2007	100	--
	$4,900	$5,600

Note I - Stockholders' Equity

During the three months ended March 31, 1992 the Company purchased 8,500 shares of its common stock for an aggregate amount of $22,000. During the three months ended March 31, 1991, the Company purchased 32,000 shares of its common stock for $96,000.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

During the three months ended March 31, 1992, net income was $448,000, which was primarily attributable to a gain from the sale of 453 acres of the Company's land within its Meadow Pointe project near Tampa, Florida. Net income of $265,000 in the three months ended March 31, 1992, was mainly the result of $111,000 of gains from securities and a $200,000 benefit for income taxes due to a reduction in the liability for deferred income taxes.

Interest from investments accounted for $131,000 of revenues in the three months ended March 31, 1992, as compared to $233,000 for the same period in 1991. The decline in 1992 was due to a reduction in the amount of funds available for investment and a lower level of interest rates.

Interest expenses for the three months ended March 31, 1992 and 1991, were $83,000 and $118,000, respectively. The decrease was primarily a result of lower interest rates. These interest amounts were entirely attributable to unmatured subordinated debentures and were net of interest expenses of $81,000 and $86,000, respectively, that were capitalized against Tampa, Florida real estate in accordance with Financial Accounting Standards Board Statement No. 34.

General and administrative expenses were $272,000 in the three months ended March 31, 1992, which was 14% lower than the general and administrative expenses of $316,000 in the three months ended March 31, 1991. The reduction in expenses in the 1992 period was principally due to lower employee compensation expenses and lower directors' fees. Employee compensation expenses capitalized against Tampa, Florida real estate in the three months ended March 31, 1992 and 1991, were $48,000 and $62,000, respectively.

The Company reported gains from securities of $26,000 in the three months ended March 31, 1992 as compared to gains from securities of $111,000 in the three months ended March 31, 1991.

Liquidity and Capital Resources

During the three months ended March 31, 1991, cash, cash equivalents and marketable securities increased by $1,542,000. This increase was principally due to payments received from the Meadow Pointe Community Development District, a local unit of special purpose government (the "District").

In February 1992, the Company sold 453 acres of land within its Meadow Pointe project to the District for $3,045,000, of which $1,045,000 was paid to the Company in cash out of proceeds of the District's sale of certain capital improvement revenue bonds. The balance of $2,000,000 is subordinate to the District's obligations under the bonds, including its obligation to pay all bond project construction costs, and will be paid to the Company, together with accrued interest, only if certificates of occupancy have been issued for 442 residential units within the District by February 1, 1997 (see Note F of Notes to Financial Statements). In February 1992, the Company also received $739,000 from the District as reimbursement of certain costs for infrastructure improvements at Meadow Pointe that were purchased by the District (see Note E of Notes to Financial Statements).

At March 31, 1992, the Company's financial condition was relatively liquid with $13,482,000 in cash, cash equivalents and marketable securities as compared to $13,432,000 for all short-term and long-term liabilities.

The Company's cash needs for its existing businesses, including those related to debenture payments and real estate development activities, are expected to be met from cash, cash equivalents and from sales of securities and other assets.

PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits.

11. Statement re computation of per share earnings.

(b) The registrant did not file any reports on Form 8-K during the period covered by this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BF ENTERPRISES, INC.
(Registrant)

Date: May 14, 1992

John M. Price
Senior Vice President,
Secretary and General
Counsel

Date: May 14, 1992

S. Douglas Post
Vice President and Controller
(Principal Accounting Officer)

EXHIBIT 11 TO FORM 10-Q

BF ENTERPRISES, INC. AND SUBSIDIARIES

COMPUTATION OF PER SHARE EARNINGS (UNAUDITED)

(in thousands, except per share amounts)

	Three Months Ended March 31,		
	1992		1991
Net income	$ 448		$ 265
Weighted average number of shares outstanding:			
Common stock	3,821		3,955
Common stock equivalents - stock options	33	(A)	39
	3,854		3,994
Net income per share - based on weighted average number of shares of common stock and common stock equivalents	$ .12		$ .07

(A) Computation is based on the treasury stock method using average market price.

(B) A computation of fully diluted per share amounts has been omitted since there was no dilution during the periods reported.